

J. GERARD CORREA, P.A.

J. GERARD CORREA  
ATTORNEY AT LAW  
BOARD CERTIFIED TAXATION

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REPLY TO  
ST. PETERSBURG

P0200011515

October 9, 2002

VIA FEDERAL EXPRESS  
8154 3013 8369

Secretary of State  
Charter Division - Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

000008326260--0  
-10/11/02--01017--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: TONY'S INC.

Gentlemen:

Enclosed herewith, in duplicate, are Articles of Incorporation for TONY'S INC. Enclosed is our check in the amount of \$ 78.75, covering the following fees:

Filing Fee for Articles of Incorporation	35.00
Certified copy of Articles	18.75
Registered Agent Designation	35.00
Total	\$ 78.75

Please send a certified copy of the Articles of Incorporation to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/sk  
Enclosure

FILED  
2002 OCT 16 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-16-02



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 14, 2002

J. GERARD CORREA, P.A.  
275-96TH AVE N UNIT 6  
ST PETEREBURG, FL 33702-2526

SUBJECT: TONY'S, INC.  
Ref. Number: W02000029617

We have received your document for TONY'S, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 902A00057295

ARTICLES OF INCORPORATION

OF

TOTORE, INC.

ARTICLE I - Name

The name of this corporation is TOTORE, INC.

ARTICLE II - Purpose

The general nature of the business to be transacted by this corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and to provide retail food and beverage services to members of the general public.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation shall be 100 shares of common stock with a par value of \$5.00 per share.

ARTICLE IV - Period of Existence

The corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V - Registered Office and Registered Agent

The street address of the initial office of this corporation is 7420 49<sup>th</sup> Street North, City of Pinellas Park, County of Pinellas, State of Florida, 33781, and the name of the initial registered agent of this corporation at that same address is ANTONIO SCHIANO DISCIOARRO.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

to time by the By-Laws, but shall never be less than one (1). Directors may be removed for cause. The name and address of the initial officer of this corporation is: ANTONIO SCHIANO DISCIOARRO, 7420 49<sup>th</sup> Street North, Pinellas Park, Florida 33781.

#### ARTICLE VII - Incorporator

The name and address of each initial incorporator of this corporation is: ANTONIO SCHIANO DISCIOARRO, 7420 49<sup>th</sup> Street North, Pinellas Park, Florida 33781.

#### ARTICLE VIII - Officers

This corporation shall be managed by President, Secretary and Treasurer. The offices may be held by one and the same person. Officers may be removed only for cause. The name and address of each initial officer of this corporation is: ANTONIO SCHIANO DISCIOARRO, 7420 49<sup>th</sup> Street North, Pinellas Park, Florida 33781.

#### ARTICLE IX - By-Laws

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the shareholders before such modification or addition shall become effective.

#### ARTICLE X - Indemnification

The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law for such acts of the officer or director, or former officer or director, while acting in a corporate capacity.

ARTICLE XI - Amendment

The shareholders reserve the right to amend or repeal any provision contained in these Articles of Incorporation, any amendment hereto, or any right conferred on shareholders by majority vote.

The Board of Directors have no right to amend the Articles of Incorporation.

ARTICLE XII - Section 1244 Stock

It is the intention of the incorporators of this corporation that the first board of directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.

ARTICLE XIII - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIV - Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscribers hereunto have  
set their hand and seal this 15th day of October, 2002.

Antonio Schiano Discioarro  
ANTONIO SCHIANO DISCIOARRO,  
Subscriber

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15th  
day of October, 2002, by ANTONIO SCHIANO DISCIOARRO, who is  
personally known to me or who has produced a driver's license as  
identification and who did take an oath.

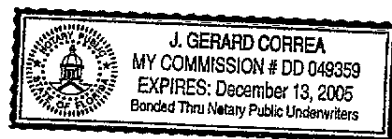
NOTARY PUBLIC

Sign

J. GERARD CORREA

Print

State of Florida at Large  
My commission expires:



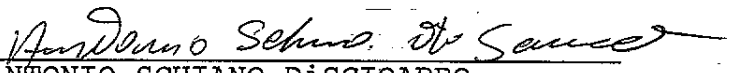
CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That TOTORE, INC., designed to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Pinellas Park, County of Pinellas, State of Florida, has named ANTONIO SCHIANO DISCIOARRO, whose address is 7420 49<sup>th</sup> Street North, Pinellas Park, Florida, 33781, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.

  
ANTONIO SCHIANO DISCIOARRO  
Registered Agent

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